

RECORDATION NO. 23118-A FILED

DEC 28 '00 12-23 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 28, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

23118-A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Interim Use Termination Agreement (Amtrak Trust 2000-L-A), dated as of December 28, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Interim Use Agreement which was previously filed with the Board under Recordation Number 23118.

The names and addresses of the parties to the enclosed document are:

Manufacturer: General Electric Company  
2901 East Lake Road  
Erie, Pennsylvania 16513

User: National Railroad Passenger Corporation  
60 Massachusetts Avenue, N.E.  
Washington, DC 20002

A description of the railroad equipment covered by the enclosed document is:

Twelve (12) P-42 DC locomotives: AMTK 123 - AMTK 134 inclusive.

A short summary of the document to appear in the index is:

AMTRAK TRUST 2000-L-A

RECORDATION NO. 23118-A FILED INTERIM USE TERMINATION AGREEMENT

DEC 28 '00 2-23 PM (AMTRAK TRUST 2000-L-A)

SURFACE TRANSPORTATION BOARD  
THIS RELEASE AND TERMINATION AGREEMENT (AMTRAK TRUST 2000-L-A) dated December 28, 2000 (the "*Termination Agreement*") is made by and between GENERAL ELECTRIC COMPANY, a New York corporation (the "*Manufacturer*") and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia.

WITNESSETH:

WHEREAS, the Manufacturer has entered into an Interim Use Agreement dated as of September 25, 2000 ("*Interim Use Agreement*") with Amtrak, which Agreement has been filed and recorded on October 25, 2000 at 11:17 a.m. with the Surface Transportation Board and has been assigned recordation number 23118;

WHEREAS, pursuant to the Interim Use Agreement, the Manufacturer has delivered to Amtrak twelve (12) General Electric P42-DC Single Model Diesel Locomotives which are more specifically described by Amtrak Equipment Number in Exhibit A attached hereto (collectively, the "*Locomotives*");

WHEREAS, pursuant to the Interim Use Agreement, the Manufacturer retained title to the Locomotives for purposes of securing, among other things, payment in full of the purchase price of the Locomotives;

WHEREAS, on the date hereof, WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Owner Trustee under that certain Trust Agreement (Amtrak Trust 2000-L-A) dated as of December 15, 2000 ("*Owner Trustee*"), has made arrangements satisfactory to the Manufacturer for the purchase and payment in full of the purchase price by Owner Trustee for the Locomotives; and

WHEREAS, on the date hereof, the Manufacturer has delivered to the Owner Trustee, against receipt of such purchase price, one or more bills of sale with respect to the Locomotives and Amtrak has delivered to Owner Trustee against payment of such purchase price as directed by Amtrak, a Bill of Sale (Amtrak Trust 2000-L-A) with respect to the Locomotives.

NOW, THEREFORE, the Manufacturer agrees as follows:

Section 1. Definitions. All terms used and not otherwise defined herein shall have the respective meanings provided in the Interim Use Agreement.

Section 2. Termination and Release of the Locomotives. All right, title and interest of the Manufacturer in and to the Locomotives described on Annex A hereto is hereby released. Amtrak and Manufacturer hereby terminate and cancel the Interim Use

Agreement but only with respect to those Units described on Exhibit A hereto. The Interim Use Agreement shall remain in full force and effect with respect to all Locomotives (as defined in the Interim Use Agreement) not specifically described on Annex A hereto.

Section 3. Further Assurances. The Manufacturer hereby agrees to execute and deliver to the Owner Trustee, at the Owner Trustee's cost and expense, such additional instruments, notices, releases or certificates as the Owner Trustee may reasonably request to effectuate the foregoing provisions of this Release and Termination Agreement.

IN WITNESS WHEREOF, Amtrak and the Manufacturer have caused this Release and Termination Agreement to be duly executed by its duly authorized representative as of the day and year first above written.

NATIONAL RAILROAD PASSENGER  
CORPORATION

By: \_\_\_\_\_

Name: William Stringer  
Title: Acting Treasurer

GENERAL ELECTRIC COMPANY

By: \_\_\_\_\_


Name:  
Title:

IN WITNESS WHEREOF, Amtrak and the Manufacturer have caused this Release and Termination Agreement to be duly executed by its duly authorized representative as of the day and year first above written.

NATIONAL RAILROAD PASSENGER  
CORPORATION

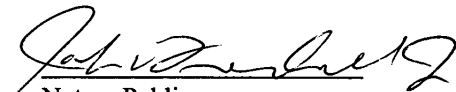
By: \_\_\_\_\_  
Name:  
Title:

GENERAL ELECTRIC COMPANY

By: \_\_\_\_\_  
Name:   
Title: Clifton Anderson, Jr.  
Manager - Finance

DISTRICT OF COLUMBIA     )  
  ) ss  
  )

On this 13 day of December, 2000, before me personally appeared William Stringer, to me personally known, who being by me duly sworn, says that he/she is the Acting Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My Commission Expires: 2-14-05

STATE OF \_\_\_\_\_ )  
  ) ss  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of \_\_\_\_\_, 2000, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he/she is the \_\_\_\_\_ of GENERAL ELECTRIC COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

DISTRICT OF COLUMBIA

)  
) ss  
)

On this \_\_\_\_ day of \_\_\_\_\_, 2000, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he/she is the \_\_\_\_\_ of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

STATE OF

Pennsylvania,

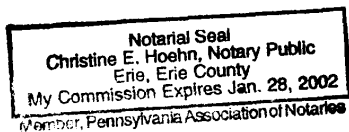
COUNTY OF

Erie ) ss

On this 21<sup>st</sup> day of December, 2000, before me personally appeared Clifton Anderson Jr. to me personally known, who being by me duly sworn, says that he/she is the Manager/Finance of GENERAL ELECTRIC COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Christine E. Hoehn  
Notary Public

My Commission Expires: 1-28-02



**EXHIBIT A**  
**TO**  
**INTERIM USE TERMINATION AGREEMENT**

**LOCOMOTIVES**

<b><u>Equipment Type</u></b> <sup>1</sup>	<b><u>Amtrak Equipment Numbers</u></b>
Twelve (12) General Electric P42-DC Single Model Diesel Locomotives	AMTK 123 through AMTK 134, inclusive

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<sup>1</sup> The following passenger rail equipment has been delivered and accepted under the Purchase Agreement (as defined in the Participation Agreement):